

RECORDATION NO 18741-W FILED  
August 13, 2013 09:25 AM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

August 12, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 12, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 18741.

The names and addresses of the party to the enclosed document are:

Assignor: Wells Fargo Bank Northwest, N.A.  
299 South Main Street  
Salt Lake City, UT 84111

Assignee: Infinity Transportation, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Chief, Section of Administration  
August 12, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

219 railcars within the series CNW 880000 – CNW 880249 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Leases.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, cursive flourish.

/ Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of August 12, 2013 (this "Memorandum") is between WELLS FARGO BANK NORTHWEST, N.A., a national banking association ("Assignor") and INFINITY TRANSPORTATION, LLC, a Delaware limited liability company ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignee and Assignor are parties to that certain Assignment and Assumption dated August 12, 2013. Pursuant to such document, Assignor has agreed to sell to Assignee the Railcars as described on Schedule 1 attached hereto (the "Railcars") and to assign and transfer to Assignee all of Assignor's right, title and interest under the Lease and the other documents as described on Schedule 2 attached hereto (collectively, the "Lease Documents"), and Assignee has agreed to purchase the Railcars and agreed to the assignment of the Lease Documents.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Memorandum of Assignment of Lease to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Wells Fargo Bank Northwest, N.A. by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Wells Fargo Bank Northwest, N.A. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**ASSIGNOR:**

**WELLS FARGO BANK NORTHWEST,  
N.A.**, not in its individual capacity, but  
solely as Owner Trustee

By: \_\_\_\_\_

Name:

Title:

  
Michael Arsenault  
Vice President

[Memorandum of Assignment of Lease – UPRR]

I certify that I hold the title set forth below, that this instrument was signed on behalf of Infinity Transportation, LLC by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Infinity Transportation, LLC. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**ASSIGNEE:**

**INFINITY TRANSPORTATION, LLC**

By: \_\_\_\_\_

Name:

Title:

  
Jeffrey E. Edelman  
President

[Memorandum of Assignment of Lease -- UPRR]

Schedule 1

Railcars

DEAL	CAR MARK	CAR NUMBER	LESSEE	YEAR BUILT
1209	CNW	880000	Union Pacific Railroad Company	1994
1209	CNW	880001	Union Pacific Railroad Company	1994
1209	CNW	880002	Union Pacific Railroad Company	1994
1209	CNW	880003	Union Pacific Railroad Company	1994
1209	CNW	880004	Union Pacific Railroad Company	1994
1209	CNW	880005	Union Pacific Railroad Company	1994
1209	CNW	880006	Union Pacific Railroad Company	1994
1209	CNW	880008	Union Pacific Railroad Company	1994
1209	CNW	880009	Union Pacific Railroad Company	1994
1209	CNW	880010	Union Pacific Railroad Company	1994
1209	CNW	880011	Union Pacific Railroad Company	1994
1209	CNW	880013	Union Pacific Railroad Company	1994
1209	CNW	880014	Union Pacific Railroad Company	1994
1209	CNW	880015	Union Pacific Railroad Company	1994
1209	CNW	880016	Union Pacific Railroad Company	1994
1209	CNW	880017	Union Pacific Railroad Company	1994
1209	CNW	880018	Union Pacific Railroad Company	1994
1209	CNW	880019	Union Pacific Railroad Company	1994
1209	CNW	880021	Union Pacific Railroad Company	1994
1209	CNW	880022	Union Pacific Railroad Company	1994
1209	CNW	880023	Union Pacific Railroad Company	1994
1209	CNW	880024	Union Pacific Railroad Company	1994
1209	CNW	880025	Union Pacific Railroad Company	1994
1209	CNW	880026	Union Pacific Railroad Company	1994
1209	CNW	880027	Union Pacific Railroad Company	1994
1209	CNW	880028	Union Pacific Railroad Company	1994
1209	CNW	880030	Union Pacific Railroad Company	1994
1209	CNW	880031	Union Pacific Railroad Company	1994
1209	CNW	880032	Union Pacific Railroad Company	1994
1209	CNW	880034	Union Pacific Railroad Company	1994
1209	CNW	880035	Union Pacific Railroad Company	1994
1209	CNW	880036	Union Pacific Railroad Company	1994
1209	CNW	880038	Union Pacific Railroad Company	1994
1209	CNW	880040	Union Pacific Railroad Company	1994
1209	CNW	880041	Union Pacific Railroad Company	1994
1209	CNW	880042	Union Pacific Railroad Company	1994
1209	CNW	880043	Union Pacific Railroad Company	1994
1209	CNW	880044	Union Pacific Railroad Company	1994
1209	CNW	880045	Union Pacific Railroad Company	1994
1209	CNW	880046	Union Pacific Railroad Company	1994
1209	CNW	880047	Union Pacific Railroad Company	1994
1209	CNW	880048	Union Pacific Railroad Company	1994
1209	CNW	880049	Union Pacific Railroad Company	1994
1209	CNW	880050	Union Pacific Railroad Company	1994

DEAL	CAR MARK	CAR NUMBER	LESSEE	YEAR BUILT
1209	CNW	880051	Union Pacific Railroad Company	1994
1209	CNW	880052	Union Pacific Railroad Company	1994
1209	CNW	880053	Union Pacific Railroad Company	1994
1209	CNW	880054	Union Pacific Railroad Company	1994
1209	CNW	880055	Union Pacific Railroad Company	1994
1209	CNW	880058	Union Pacific Railroad Company	1994
1209	CNW	880059	Union Pacific Railroad Company	1994
1209	CNW	880060	Union Pacific Railroad Company	1994
1209	CNW	880061	Union Pacific Railroad Company	1994
1209	CNW	880062	Union Pacific Railroad Company	1994
1209	CNW	880063	Union Pacific Railroad Company	1994
1209	CNW	880065	Union Pacific Railroad Company	1994
1209	CNW	880066	Union Pacific Railroad Company	1994
1209	CNW	880067	Union Pacific Railroad Company	1994
1209	CNW	880068	Union Pacific Railroad Company	1994
1209	CNW	880069	Union Pacific Railroad Company	1994
1209	CNW	880070	Union Pacific Railroad Company	1994
1209	CNW	880071	Union Pacific Railroad Company	1994
1209	CNW	880072	Union Pacific Railroad Company	1994
1209	CNW	880073	Union Pacific Railroad Company	1994
1209	CNW	880075	Union Pacific Railroad Company	1994
1209	CNW	880076	Union Pacific Railroad Company	1994
1209	CNW	880078	Union Pacific Railroad Company	1994
1209	CNW	880080	Union Pacific Railroad Company	1994
1209	CNW	880081	Union Pacific Railroad Company	1994
1209	CNW	880082	Union Pacific Railroad Company	1994
1209	CNW	880083	Union Pacific Railroad Company	1994
1209	CNW	880084	Union Pacific Railroad Company	1994
1209	CNW	880086	Union Pacific Railroad Company	1994
1209	CNW	880087	Union Pacific Railroad Company	1994
1209	CNW	880089	Union Pacific Railroad Company	1994
1209	CNW	880090	Union Pacific Railroad Company	1994
1209	CNW	880091	Union Pacific Railroad Company	1994
1209	CNW	880092	Union Pacific Railroad Company	1994
1209	CNW	880093	Union Pacific Railroad Company	1994
1209	CNW	880094	Union Pacific Railroad Company	1994
1209	CNW	880095	Union Pacific Railroad Company	1994
1209	CNW	880097	Union Pacific Railroad Company	1994
1209	CNW	880098	Union Pacific Railroad Company	1994
1209	CNW	880099	Union Pacific Railroad Company	1994
1209	CNW	880100	Union Pacific Railroad Company	1994
1209	CNW	880101	Union Pacific Railroad Company	1994
1209	CNW	880103	Union Pacific Railroad Company	1994
1209	CNW	880104	Union Pacific Railroad Company	1994
1209	CNW	880105	Union Pacific Railroad Company	1994
1209	CNW	880106	Union Pacific Railroad Company	1994
1209	CNW	880107	Union Pacific Railroad Company	1994
1209	CNW	880108	Union Pacific Railroad Company	1994

DEAL	CAR MARK	CAR NUMBER	LESSEE	YEAR BUILT
1209	CNW	880109	Union Pacific Railroad Company	1994
1209	CNW	880110	Union Pacific Railroad Company	1994
1209	CNW	880111	Union Pacific Railroad Company	1994
1209	CNW	880113	Union Pacific Railroad Company	1994
1209	CNW	880114	Union Pacific Railroad Company	1994
1209	CNW	880115	Union Pacific Railroad Company	1994
1209	CNW	880116	Union Pacific Railroad Company	1994
1209	CNW	880117	Union Pacific Railroad Company	1994
1209	CNW	880118	Union Pacific Railroad Company	1994
1209	CNW	880119	Union Pacific Railroad Company	1994
1209	CNW	880120	Union Pacific Railroad Company	1994
1209	CNW	880121	Union Pacific Railroad Company	1994
1209	CNW	880122	Union Pacific Railroad Company	1994
1209	CNW	880123	Union Pacific Railroad Company	1994
1209	CNW	880124	Union Pacific Railroad Company	1994
1209	CNW	880125	Union Pacific Railroad Company	1994
1209	CNW	880126	Union Pacific Railroad Company	1994
1209	CNW	880127	Union Pacific Railroad Company	1994
1209	CNW	880128	Union Pacific Railroad Company	1994
1209	CNW	880129	Union Pacific Railroad Company	1994
1209	CNW	880130	Union Pacific Railroad Company	1994
1209	CNW	880131	Union Pacific Railroad Company	1994
1209	CNW	880132	Union Pacific Railroad Company	1994
1209	CNW	880133	Union Pacific Railroad Company	1994
1209	CNW	880135	Union Pacific Railroad Company	1994
1209	CNW	880136	Union Pacific Railroad Company	1994
1209	CNW	880137	Union Pacific Railroad Company	1994
1209	CNW	880138	Union Pacific Railroad Company	1994
1209	CNW	880139	Union Pacific Railroad Company	1994
1209	CNW	880140	Union Pacific Railroad Company	1994
1209	CNW	880141	Union Pacific Railroad Company	1994
1209	CNW	880142	Union Pacific Railroad Company	1994
1209	CNW	880143	Union Pacific Railroad Company	1994
1209	CNW	880144	Union Pacific Railroad Company	1994
1209	CNW	880146	Union Pacific Railroad Company	1994
1209	CNW	880147	Union Pacific Railroad Company	1994
1209	CNW	880148	Union Pacific Railroad Company	1994
1209	CNW	880150	Union Pacific Railroad Company	1994
1209	CNW	880151	Union Pacific Railroad Company	1994
1209	CNW	880153	Union Pacific Railroad Company	1994
1209	CNW	880154	Union Pacific Railroad Company	1994
1209	CNW	880155	Union Pacific Railroad Company	1994
1209	CNW	880156	Union Pacific Railroad Company	1994
1209	CNW	880157	Union Pacific Railroad Company	1994
1209	CNW	880158	Union Pacific Railroad Company	1994
1209	CNW	880159	Union Pacific Railroad Company	1994
1209	CNW	880161	Union Pacific Railroad Company	1994
1209	CNW	880163	Union Pacific Railroad Company	1994

DEAL	CAR MARK	CAR NUMBER	LESSEE	YEAR BUILT
1209	CNW	880164	Union Pacific Railroad Company	1994
1209	CNW	880165	Union Pacific Railroad Company	1994
1209	CNW	880166	Union Pacific Railroad Company	1994
1209	CNW	880167	Union Pacific Railroad Company	1994
1209	CNW	880168	Union Pacific Railroad Company	1994
1209	CNW	880169	Union Pacific Railroad Company	1994
1209	CNW	880170	Union Pacific Railroad Company	1994
1209	CNW	880171	Union Pacific Railroad Company	1994
1209	CNW	880172	Union Pacific Railroad Company	1994
1209	CNW	880173	Union Pacific Railroad Company	1994
1209	CNW	880174	Union Pacific Railroad Company	1994
1209	CNW	880175	Union Pacific Railroad Company	1994
1209	CNW	880176	Union Pacific Railroad Company	1994
1209	CNW	880177	Union Pacific Railroad Company	1994
1209	CNW	880178	Union Pacific Railroad Company	1994
1209	CNW	880179	Union Pacific Railroad Company	1994
1209	CNW	880180	Union Pacific Railroad Company	1994
1209	CNW	880181	Union Pacific Railroad Company	1994
1209	CNW	880182	Union Pacific Railroad Company	1994
1209	CNW	880183	Union Pacific Railroad Company	1994
1209	CNW	880184	Union Pacific Railroad Company	1994
1209	CNW	880185	Union Pacific Railroad Company	1994
1209	CNW	880186	Union Pacific Railroad Company	1994
1209	CNW	880187	Union Pacific Railroad Company	1994
1209	CNW	880188	Union Pacific Railroad Company	1994
1209	CNW	880189	Union Pacific Railroad Company	1994
1209	CNW	880190	Union Pacific Railroad Company	1994
1209	CNW	880191	Union Pacific Railroad Company	1994
1209	CNW	880192	Union Pacific Railroad Company	1994
1209	CNW	880193	Union Pacific Railroad Company	1994
1209	CNW	880194	Union Pacific Railroad Company	1994
1209	CNW	880195	Union Pacific Railroad Company	1994
1209	CNW	880196	Union Pacific Railroad Company	1994
1209	CNW	880197	Union Pacific Railroad Company	1994
1209	CNW	880199	Union Pacific Railroad Company	1994
1209	CNW	880200	Union Pacific Railroad Company	1994
1209	CNW	880201	Union Pacific Railroad Company	1994
1209	CNW	880202	Union Pacific Railroad Company	1994
1209	CNW	880203	Union Pacific Railroad Company	1994
1209	CNW	880204	Union Pacific Railroad Company	1994
1209	CNW	880205	Union Pacific Railroad Company	1994
1209	CNW	880206	Union Pacific Railroad Company	1994
1209	CNW	880207	Union Pacific Railroad Company	1994
1209	CNW	880209	Union Pacific Railroad Company	1994
1209	CNW	880210	Union Pacific Railroad Company	1994
1209	CNW	880211	Union Pacific Railroad Company	1994
1209	CNW	880215	Union Pacific Railroad Company	1994
1209	CNW	880216	Union Pacific Railroad Company	1994

DEAL	CAR MARK	CAR NUMBER	LESSEE	YEAR BUILT
1209	CNW	880217	Union Pacific Railroad Company	1994
1209	CNW	880218	Union Pacific Railroad Company	1994
1209	CNW	880219	Union Pacific Railroad Company	1994
1209	CNW	880220	Union Pacific Railroad Company	1994
1209	CNW	880221	Union Pacific Railroad Company	1994
1209	CNW	880222	Union Pacific Railroad Company	1994
1209	CNW	880224	Union Pacific Railroad Company	1994
1209	CNW	880225	Union Pacific Railroad Company	1994
1209	CNW	880226	Union Pacific Railroad Company	1994
1209	CNW	880227	Union Pacific Railroad Company	1994
1209	CNW	880228	Union Pacific Railroad Company	1994
1209	CNW	880229	Union Pacific Railroad Company	1994
1209	CNW	880230	Union Pacific Railroad Company	1994
1209	CNW	880231	Union Pacific Railroad Company	1994
1209	CNW	880232	Union Pacific Railroad Company	1994
1209	CNW	880233	Union Pacific Railroad Company	1994
1209	CNW	880234	Union Pacific Railroad Company	1994
1209	CNW	880235	Union Pacific Railroad Company	1994
1209	CNW	880236	Union Pacific Railroad Company	1994
1209	CNW	880237	Union Pacific Railroad Company	1994
1209	CNW	880238	Union Pacific Railroad Company	1994
1209	CNW	880239	Union Pacific Railroad Company	1994
1209	CNW	880240	Union Pacific Railroad Company	1994
1209	CNW	880241	Union Pacific Railroad Company	1994
1209	CNW	880243	Union Pacific Railroad Company	1994
1209	CNW	880244	Union Pacific Railroad Company	1994
1209	CNW	880245	Union Pacific Railroad Company	1994
1209	CNW	880246	Union Pacific Railroad Company	1994
1209	CNW	880247	Union Pacific Railroad Company	1994
1209	CNW	880248	Union Pacific Railroad Company	1994
1209	CNW	880249	Union Pacific Railroad Company	1994

Schedule 2

Lease Documents

<u>No.</u>	<u>Document</u>
(i)	Participation Agreement (CNW 1994-B) dated as of March 1, 1994 (amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing)
(ii)	Lease of Railroad Equipment (CNW 1994-B) dated as of March 1, 1994 (supplemented by Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994, and Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994; and amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing)
(iii)	Tax Indemnity Agreement (CNW 1994-B) dated as of March 1, 1994
(iv)	Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994
(v)	Adjustment Event Certificate (CNW 1994-B) dated May 31, 1994
(vi)	Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994
(vii)	Adjustment Event Certificate (CNW 1994-B) dated November 30, 1994
(viii)	Omnibus Amendment (CNW 1994-B) dated as of October 30, 2007
(ix)	Letter Agreement from Union Pacific Railroad Company, as lessee, to General Foods Credit Corporation, as owner participant, dated as of November 23, 2010, confirming the Lessee's obligations under the Operative Agreements, as such term is defined in the Lease of Railroad Equipment (CNW 1994-B) dated as of March 1, 1994, as supplemented by Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994, and Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994; and amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/13/13

Edward M Luria  
Edward M. Luria